

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO. et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Objection Deadline: Jan. 3, 2005 at 4:00p.m.
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners 1, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. GRACE & COMPANY
 5400 BROKEN SOUND BLVD., N.W.
 BOCA RATON, FL 33487
 ATTN: RICHARD A. SENFTLEBEN, ESQ.

December 10, 2004
 Invoice No. 25969
 Client No. 734680

For Professional Services Rendered through 11/30/04

Matter # 734680.1 VS. HONEYWELL INTERNATIONAL

Litigation and Litigation Consulting

11/01/04 JMA Receipt and review email from M. Sprague regarding joint filings	.10	37.50
11/01/04 JMA Receipt and review District Court Joint Motion to Dismiss	.20	75.00
11/01/04 JMA Receipt and review Final Declaration of D. Field in support of Joint Motion	.30	112.50
11/01/04 JMA Receipt and review proposed order of dismissal - final	.20	75.00
11/01/04 JMA Appeal - receipt and review Joint Notice of Settlement to 3rd Circuit - Final	.20	75.00
11/01/04 LSM Telephone call title company	.30	48.00
11/02/04 JMA Phone - CHM regarding release of escrow	.20	75.00
11/02/04 JMA Phone - CHM regarding Honeywell as RP for Site 157	.30	112.50
11/02/04 JMA Receipt and review letter for Title Co. regarding release of escrow	.20	75.00
11/02/04 JMA Phone - R. Senftleben regarding escrow funds and Site 157	.20	75.00
11/02/04 JMA Phone - A. Nagy office	.10	37.50
11/02/04 JMA Phone - A. Nagy regarding escrow monies	.20	75.00
11/02/04 JMA Letter to L. Heller regarding escrow monies	.40	150.00
11/03/04 JMA Receipt and review notice of electronic filing regarding Joint Motion to Dismiss	.10	37.50
11/03/04 JMA RCRA Fee Appeal - Receipt and review notice of electronic filing regarding supersedeas bond	.10	37.50
11/03/04 JMA Receipt and review supersedeas bond executed and filed by clerk	.10	37.50

W.R. GRACE & COMPANY

December 10, 2004

Client No. 734680

Page 2

INVOICE NO. 25969

11/03/04 JMA Receipt and review notice of electronic filing regarding Special Master Fee Application	.10	37.50
11/03/04 JMA Receipt and review email from T. Pasuit regarding Special Master meeting (11/15/04)	.10	37.50
11/03/04 JMA Receipt and review executed Joint Notice of Settlement	.10	37.50
11/03/04 JMA Receipt and review Honeywell Statement of Issues remaining after ECARG/Grace settlement	.30	112.50
11/03/04 JMA Receipt and review letter for CHM to Clerk withdrawing appeal	.20	75.00
11/03/04 JMA Receipt and review letter from J. Stewart to Clerk with Supersedeas Bond	.10	37.50
11/03/04 JMA Receipt and review executed Supersedeas Bond	.20	75.00
11/03/04 JMA Bankruptcy notice	.10	37.50
11/03/04 JMA Receipt and review letter from L. Thomas to Special Master re: IRM	.10	37.50
11/03/04 JMA Receipt and review ICO expert comments regarding IRM and paving site	.30	112.50
11/03/04 JMA Receipt and review letter from M. Sprague to Clerk with Joint Notice of Settlement	.10	37.50
11/03/04 JMA Special Master Fee Application (17th)	.30	112.50
11/03/04 JMA Proposed Order - Special Master Fee Application	.10	37.50
11/03/04 JMA Letter to Judge Cavanaugh regarding Special Master Fee Application	.20	75.00
11/03/04 JMA Receipt and review NEF regarding Special Master Fee Application	.10	37.50
11/03/04 JMA Receipt and review Special Master motion for fees (17th application)	.20	75.00
11/03/04 JMA Receipt and review letter for K. Millian to Special Master	.10	37.50
11/03/04 JMA Receipt and review ICO revised schedule for Groundwater and Sediment Investigation	.20	75.00

W.R. GRACE & COMPANY

December 10, 2004

Client No. 734680

Page 3

INVOICE NO. 25969

11/03/04 JMA	Receipt and review letter from D. Field to Clerk with Joint Motion to Dismiss	.10	37.50
11/03/04 JMA	Receipt and review Declaration of Field regarding Joint Motion to Dismiss	.20	75.00
11/03/04 JMA	Receipt and review proposed order of dismissal	.20	75.00
11/05/04 JMA	Phone - CHM regarding ICO position of Joint Application in District Court	.30	112.50
11/05/04 JMA	Phone - CHM regarding status of Site 157 turnover to Honeywell	.20	75.00
11/09/04 JMA	Phone - D. Field's office re: proposed Order of Dismissal	.10	37.50
11/09/04 JMA	Receipt and review email from H. Hale with Special Master comments to Honeywell 100% Design Report	.50	187.50
11/09/04 JMA	Receipt and review email from H. Hale with Special Master comments to River Discharge IRM	.40	150.00
11/10/04 JMA	Conference with CHM re: Honeywell assuming responsibility for Site 157	1.70	637.50
11/10/04 JMA	Conference with CHM re: Settlement Agreement limitations on participating in motion to dismiss	1.60	600.00
11/10/04 JMA	Conference with CHM re: ICO position re: dismissal of Honeywell and Grace claims	1.80	675.00
11/11/04 JMA	Receipt and review letter from D. Field to Clerk	.10	37.50
11/11/04 JMA	Receipt and review Honeywell opposition to ICO fees on fees petition	.40	150.00
11/11/04 JMA	Receipt and review notice of electronic filing - Honeywell opposition	.10	37.50
11/11/04 JMA	Appeal - receipt and review Order granting Grace withdrawal	.20	75.00
11/11/04 JMA	Appeal - letter to A. Nagy and R. Senftleben	.20	75.00
11/11/04 JMA	Receipt and review letter from D. Field to Judge Cavanaugh	.20	75.00

W.R. GRACE & COMPANY

December 10, 2004

Client No.

734680

Page 4

INVOICE NO.

25969

11/11/04 JMA	Receipt and review revised Order re: joint dismissal	.20	75.00
11/11/04 JMA	Receipt and review email from H. Hall re: 100% Design Report	.20	75.00
11/19/04 JMA	Phone - CHM re: Joint Motion to Dismiss	.30	112.50
11/24/04 JMA	Receipt and review email from T. Pasuit re: Second Restated Stipulated Order - RAWP	.20	75.00
11/24/04 JMA	Receipt and review Special Master's draft of Second Restated Order	.20	75.00
11/24/04 JMA	Receipt and review letter from L. Walsh to Judge Cavanaugh re: Fee Application Hearing	.20	75.00
11/24/04 JMA	Receipt and review letter from K. Millian to Judge Cavanaugh re: 8/26/04 Order	.20	75.00
11/24/04 JMA	Receipt and review ICO response to Honeywell's Statement of Issues remaining on appeal	.50	187.50
11/24/04 JMA	Receipt and review email from T. Pasuit with final draft of Second Restated Order re: RAWP	.20	75.00
11/24/04 JMA	Receipt and review ICO comments to draft Second Amended Order re: RAWP	.20	75.00
11/24/04 JMA	Receipt and review letter from L. Thomas to Clerk	.10	37.50
11/24/04 JMA	Receipt and review ICO opposition to Honeywell and Grace Joint Motion	.30	112.50
11/24/04 JMA	Receipt and review ICO proposed Order denying joint motion	.20	75.00
11/24/04 JMA	Appeal - receipt and review Third Circuit Order denying ICO sur-reply re: Honeywell motion to stay	.20	75.00
11/29/04 JMA	Letter to R. Senftleben and A. Nagy re: ICO opposition to Honeywell and Grace Joint Motion to Dismiss	.20	75.00
11/29/04 JMA	Phone - CHM re: ICO opposition to Honeywell and Grace Joint Motion	.30	112.50
11/30/04 JMA	Appeal - receipt and review notice of oral argument from Third Circuit	.20	75.00

W.R. GRACE & COMPANY

December 10, 2004

Client No. 734680

Page 5

INVOICE NO. 25969

11/30/04 JMA Appeal - letter to A. Nagy and R. Senftleben	.20	75.00
re: oral argument		

Fee Applications, Applicant

11/02/04 MEF PACER search regarding status of CNO for 31st	.20	50.00
monthly fee application		

11/04/04 MEF Fee Application - review October fee detail	1.20	300.00
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11/04/04 MEF Fee Application - PACER search - CNO for 31st	.20	50.00
monthly fee application		

11/04/04 MEF Fee Application - review CNO for 31st monthly	.20	50.00
fee application		

11/06/04 MEF Fee Application - review revised fee detail	.30	75.00
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11/06/04 MEF Fee Application - prepare 32nd Monthly Fee	1.20	300.00
Application		

11/06/04 MEF Fee Application - letter to P. Cuniff regarding	.20	50.00
32nd fee application		

11/08/04 JMA Review and execute Carella, Byrne 32nd Monthly	.40	150.00
Fee Application		

11/24/04 JMA Receipt and review Fee Auditor's Final Report	.30	112.50
for 13th Interim Period		

11/29/04 MEF Fee Application - receipt and review Fee	.30	75.00
Auditor Final Report regarding 13th Quarterly		
Application		

Total Fees:

8,085.50

W.R. GRACE & COMPANY

December 10, 2004

Client No. 734680

Page 7

INVOICE NO. 25969

SUMMARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	375.00	18.90	7087.50
M E FLAX	250.00	3.80	950.00
Laura S Munzer	160.00	.30	48.00
TOTALS		23.00	8085.50

EXHIBIT B

W.R. GRACE & COMPANY

Client No.

734680

INVOICE NO.

25969

December 10, 2004

Page 6

Disbursements

Costs Advanced

11/29/04 Costs Advanced (55.00)

SUBTOTAL: (55.00)

11/30/04 Faxes	51.00
11/30/04 Telephone	40.26
11/30/04 Additional Staff Time	74.86
11/30/04 Computer Searches	13.45
11/30/04 Federal Express	98.50
11/30/04 Messenger - In House	50.00

Total Costs 273.07

Total Due this Matter 8,358.57

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